



**emami limited**

Date: 9<sup>th</sup> September, 2022

The Manager - Listing  
**The National Stock Exchange of India Ltd.**  
Exchange Plaza, Plot No. C/1, G. Block  
Bandra Kurla Complex, Bandra (E)  
Mumbai - 400 051  
Scrip Code: EMAMILTD

The Manager - Listing  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001  
Scrip Code: 531162

Dear Sirs,

**39<sup>th</sup> Annual General Meeting- e-Voting Results**

We would like to inform you that all the resolutions have been passed with requisite majority at 39<sup>th</sup> Annual General Meeting of the Company as set out in the AGM Notice.

In compliance of Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 we are enclosing herewith voting results in the prescribed format along with Report of the Scrutinizer pursuant to Section 108 of The Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Thanking You,

Yours Sincerely,

**For Emami Limited,**

**A. K. Joshi**

**Company Secretary & VP-Legal**

Encl. as above

## EMAMI LTD

AGM Attended and Voting Summary AGM

Format for Voting Result

Date of the AGM		09-Sep-22
Total Number of Shareholders on Record Date		89860
<b>No. of Shareholders Present in the Meeting Either in Person or Through Proxy :</b>		
Promoter & Promoter Group		
Public		
<b>Total</b>		
<b>No. of Shareholders Attended the Meeting Through Video Conferencing :</b>		
Promoter & Promoter Group		
Public		81
<b>Total</b>		53
<b>Total</b>		<b>134</b>

1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon and the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2022.								
Whether Promoter / Promoter Group Are interested In The Agenda / Resolution ?			NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	
Promoter & Promoter Group	Remote Evoting	239333412	239333412	99.97494	239333412	0	100.00000	0.00000	
	Evoting at AGM		0		0	0			
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	<b>Total</b>		239333412	99.97494	239333412	0	100.00000	0.00000	
Public-Institutional holders	Remote Evoting	168433969	158490575	94.09656	157448251	1042324	99.34234	0.65766	
	Evoting at AGM		0	0.00000	0	0			
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	<b>Total</b>		158490575	94.09656	157448251	1042324	99.34234323	0.657656772	
Public-Non Institution holders	Remote Evoting	33322619	11025516	33.08718	11024999	517	99.99531	0.00469	
	Evoting at AGM		73	0.00022	73	0	100.00000	0.00000	
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	<b>Total</b>		11025589	33.08740	11025072	517	99.99531	0.00469	
<b>Total</b>		441150000	408849576	92.67813	407806735	1042841	99.74493	0.25507	



2		To confirm the payment of two Interim Dividends aggregating to Rs 8/- per equity share declared for the financial year 2021-22.						
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?		NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	239393412	239333412	99.97494	239333412	0	100.00000	0.00000
	Evoting at AGM		0		0			
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		239333412	99.97494	239333412	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	168433969	158803827	94.28254	158803827	0	100.00000	
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		158803827	94.28254	158803827	0	100	0
Public-Non Institution holders	Remote Evoting	33322619	11025517	33.08719	11025378	139	99.99874	0.00126
	Evoting at AGM		73	0.00022	73	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		11025590	33.08741	11025451	139	99.99874	0.00126
Total		441150000	409162829	92.74914	409162690	139	99.99997	0.00003

3		To appoint a Director in place of Smt. Priti A Sureka (DIN 00319256) who retires by rotation and being eligible, offers herself for re-appointment.						
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?		NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	239393412	239333412	99.97494	239333412	0	100.00000	0.00000
	Evoting at AGM		0		0			
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		239333412	99.97494	239333412	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	168433969	158734857	94.24159	142444768	16290089	89.73755	10.26245
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		158734857	94.24159	142444768	16290089	89.73754769	10.26245231
Public-Non Institution holders	Remote Evoting	33322619	11025516	33.08718	11024972	544	99.99507	0.00493
	Evoting at AGM		73	0.00022	73	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		11025589	33.08740	11025045	544	99.99507	0.00493
Total		441150000	409093858	92.73351	392803225	16290633	96.01787	3.98213



4								
To appoint a Director in place of Shri Prashant Goenka (DIN 00703389) who retires by rotation and being eligible, offers himself for re-appointment.								
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?								
NO								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	239393412	239333412	99.97494	239333412	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		239333412	99.97494	239333412	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	168433969	158734857	94.24159	135795588	22939269	85.54869	14.45131
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		158734857	94.24159	135795588	22939269	85.54868828	14.45131172
Public-Non Institution holders	Remote Evoting	33322619	11025516	33.08718	11024954	562	99.99490	0.00510
	Evoting at AGM		73	0.00022	73	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		11025589	33.08740	11025027	562	99.99490	0.00510
Total		441150000	409093858	92.73351	386154027	22939831	94.39253	5.60747

5								
To appoint a Director in place of Shri Mohan Goenka (DIN 00150034) who retires by rotation and being eligible, offers himself for re-appointment.								
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?								
NO								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	239393412	239333412	99.97494	239333412	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		239333412	99.97494	239333412	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	168433969	158734857	94.24159	143001657	15733200	90.08838	9.91162
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		158734857	94.24159	143001657	15733200	90.08837738	9.911622625
Public-Non Institution holders	Remote Evoting	33322619	11025516	33.08718	11024974	542	99.99508	0.00492
	Evoting at AGM		73	0.00022	73	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		11025589	33.08740	11025047	542	99.99508	0.00492
Total		441150000	409093858	92.73351	393360116	15733742	96.15400	3.84600



6	To consider re-appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company for the second term of five years from the conclusion of this 39th Annual General Meeting till the conclusion of the 44th Annual General Meeting of the Company to be held in the year 2027 and fix their remuneration.							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*10	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	239393412	239333412	99.97494	239333412	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		239333412	99.97494	239333412	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	168433969	158734857	94.24159	155868941	2865916	98.19453	1.80547
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		158734857	94.24159	155868941	2865916	98.19452636	1.80547364
Public-Non Institution holders	Remote Evoting	33322619	11025516	33.08718	11024872	644	99.99416	0.00584
	Evoting at AGM		73	0.00022	73	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		11025589	33.08740	11024945	644	99.99416	0.00584
Total		441150000	409093858	92.73351	406227298	2866560	99.29929	0.70071

7	To appoint Shri Anand Nandkishore Rathi (DIN 00112853) as an Independent Director of the Company for the period of 5 years from 2nd August, 2022 to 1st August, 2027.							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*10	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	239393412	239333412	99.97494	239333412	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		239333412	99.97494	239333412	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	168433969	158734857	94.24159	156964004	1770853	98.88440	1.11560
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		158734857	94.24159	156964004	1770853	98.88439563	1.115604369
Public-Non Institution holders	Remote Evoting	33322619	11025401	33.08684	11024644	757	99.99313	0.00687
	Evoting at AGM		73	0.00022	73	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		11025474	33.08706	11024717	757	99.99313	0.00687
Total		441150000	409093743	92.73348	407322133	1771610	99.56694	0.43306



8		To appoint Shri Anjani Kumar Agrawal (DIN: 08579812) as an Independent Director of the Company for a period of 5 years from 2nd August, 2022 to 1st August, 2027.						
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?		NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	239393412	239333412	99.97494	239333412	0	100.00000	0.00000
	Evoting at AGM		0		0			
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		239333412	99.97494	239333412	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	168433969	158734857	94.24159	158153725	581132	99.63390	0.36610
	Evoting at AGM		0	0.00000	0			
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		158734857	94.24159	158153725	581132	99.63389768	0.366102324
Public-Non Institution holders	Remote Evoting	33322619	11025401	33.08684	11024627	774	99.99298	0.00702
	Evoting at AGM		73	0.00022	73	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		11025474	33.08706	11024700	774	99.99298	0.00702
Total		441150000	409093743	92.73348	408511837	581906	99.85776	0.14224

9		To appoint Shri Anjan Snehmoy Chatterjee (DIN: 00200443) as an Independent Director of the Company for a period of 2 Years from 2nd August, 2022 to 1st August, 2024.						
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?		NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	239393412	239333412	99.97494	239333412	0	100.00000	0.00000
	Evoting at AGM		0		0			
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		239333412	99.97494	239333412	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	168433969	158734857	94.24159	158734857	0	100.00000	
	Evoting at AGM		0	0.00000	0			
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		158734857	94.24159	158734857	0	100	0
Public-Non Institution holders	Remote Evoting	33322619	11025516	33.08718	11024949	567	99.99486	0.00514
	Evoting at AGM		73	0.00022	73	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		11025589	33.08740	11025022	567	99.99486	0.00514
Total		441150000	409093858	92.73351	409093291	567	99.99986	0.00014



10	To appoint Smt. Avani Vishal Davda (DIN: 07504739) as an Independent Director of the Company for a period of 2 Years from 2nd August, 2022 to 1st August, 2024.								
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	
Promoter & Promoter Group	Remote Evoting	239393412	239333412	99.97494	239333412	0	100.00000	0.00000	
	Evoting at AGM		0		0	0			
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	Total		239333412	99.97494	239333412	0	100.00000	0.00000	
Public-Institutional holders	Remote Evoting	168433969	158734857	94.24159	158265411	469446	99.70426	0.29574	
	Evoting at AGM		0	0.00000	0	0			
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	Total		158734857	94.24159	158265411	469446	99.70425777	0.295742226	
Public-Non Institution holders	Remote Evoting	33322619	11025401	33.08684	11024844	557	99.99495	0.00505	
	Evoting at AGM		73	0.00022	73	0	100.00000	0.00000	
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	Total		11025474	33.08706	11024917	557	99.99495	0.00505	
Total		441150000	409093743	92.73348	408623740	470003	99.88511	0.11489	

11	To appoint Shri Rajiv Khaitan (DIN: 00071487) as an Independent Director of the Company for a period of 2 Years from 2nd August, 2022 to 1st August, 2024.								
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	
Promoter & Promoter Group	Remote Evoting	239393412	239333412	99.97494	239333412	0	100.00000	0.00000	
	Evoting at AGM		0		0	0			
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	Total		239333412	99.97494	239333412	0	100.00000	0.00000	
Public-Institutional holders	Remote Evoting	168433969	158734857	94.24159	119163300	39571557	75.07066	24.92934	
	Evoting at AGM		0	0.00000	0	0			
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	Total		158734857	94.24159	119163300	39571557	75.07065698	24.92934302	
Public-Non Institution holders	Remote Evoting	33322619	11025516	33.08718	11024967	549	99.99502	0.00498	
	Evoting at AGM		73	0.00022	73	0	100.00000	0.00000	
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	Total		11025589	33.08740	11025040	549	99.99502	0.00498	
Total		441150000	409093858	92.73351	369521752	39572106	90.32689	9.67311	



12	To ratify the remuneration to be paid to M/s. V. K. Jain & Co., Cost Accountants (Firm Registration No. 00049), Cost Auditors of the Company for the financial year 2022-23.								
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	
Promoter & Promoter Group	Remote Evoting	239393412	239333412	99.97494	239333412	0	100.00000	0.00000	
	Evoting at AGM		0		0	0			
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	Total		239333412	99.97494	239333412	0	100.00000	0.00000	
Public-Institutional holders	Remote Evoting	168433969	158734857	94.24159	153780651	4954206	96.87894	3.12106	
	Evoting at AGM		0	0.00000	0	0			
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	Total		158734857	94.24159	153780651	4954206	96.8789426	3.1210574	
Public-Non Institution holders	Remote Evoting	33322619	11025516	33.08718	11024964	552	99.99499	0.00501	
	Evoting at AGM		73	0.00022	73	0	100.00000	0.00000	
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	Total		11025589	33.08740	11025037	552	99.99499	0.00501	
Total		441150000	409093858	92.73351	404139100	4954758	98.78885	1.21115	

13	To approve payment of commission not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act for a period of five years, commencing from April 1st, 2023 to non-executive directors of the company.								
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	
Promoter & Promoter Group	Remote Evoting	239393412	239333412	99.97494	239333412	0	100.00000	0.00000	
	Evoting at AGM		0		0	0			
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	Total		239333412	99.97494	239333412	0	100.00000	0.00000	
Public-Institutional holders	Remote Evoting	168433969	158734857	94.24159	157961878	772979	99.51304	0.48696	
	Evoting at AGM		0	0.00000	0	0			
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	Total		158734857	94.24159	157961878	772979	99.51303764	0.486962356	
Public-Non Institution holders	Remote Evoting	33322619	11025517	33.08719	11024204	1313	99.98809	0.01191	
	Evoting at AGM		73	0.00022	73	0	100.00000	0.00000	
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	Total		11025590	33.08741	11024277	1313	99.98809	0.01191	
Total		441150000	409093859	92.73351	408319567	774292	99.81073	0.18927	







**CONSOLIDATED SCRUTINIZER'S REPORT**

**[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]**

To,

The Chairman of the 39<sup>th</sup> (Thirty Ninth) Annual General Meeting (AGM) of Members of Emami Limited (CIN: L63993WB1983PLC036030), held on Friday, 09<sup>th</sup> day of September, 2022 at 11:30 A.M. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").

**Dear Sir,**

I, Raj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of **Emami Limited** ("the Company") for the purpose of scrutinizing the process of voting through Remote-Voting and electronic voting at the Annual General Meeting, pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended, Regulation 44 of SEBI (LODR) Regulations, 2015 read with General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 2/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 8th December, 2021, 14th December, 2021 and 5th May, 2022 respectively issued by the Ministry of Corporate Affairs (collectively referred to as the "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 12th May, 2020 and 15th January, 2021 and Secretarial Standards on General Meetings, in respect of the below mentioned Resolutions proposed at the 39<sup>th</sup> Annual General Meeting of the Company held on Friday, 09<sup>th</sup> day of September, 2022 at 11:30 A.M. through





Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), do hereby submit my report as follows:

- (a) The Notice dated 29<sup>th</sup> July, 2022 convening the 39<sup>th</sup> Annual General Meeting of the Company along with the Statement under Section 102 of the Act setting out all material facts in respect of Resolutions mentioned therein, was sent electronically and completed on 12<sup>th</sup> August, 2022, to the members of the Company whose email addresses were registered with the Company/ Depositories/ RTA.
- (b) Since this AGM was held pursuant to the aforesaid MCA Circulars through VC or OAVM, physical attendance of the members has been dispensed with. Accordingly, in terms of above mentioned MCA and SEBI circulars, the facility for appointment of proxies by the members were also dispensed with.
- (c) The Company provided remote e-voting facility offered by Central Depository Services (India) Limited (CDSL) to its shareholders. At the Annual General Meeting, the Company provided electronic voting facility offered by CDSL to the shareholders who did not cast their vote through remote e-voting.
- (d) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. Friday, 02<sup>nd</sup> September, 2022 were entitled to vote on the proposed resolutions.
- (e) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on Monday, 05<sup>th</sup> September, 2022 at 9:00 AM (IST) and ended on Thursday, 08<sup>th</sup> September, 2022 at 5:00 PM (IST).
- (f) The members present at the meeting exercised their voting rights electronically through facility offered by Central Depository Services (India) Limited (CDSL).





- (g) After conclusion of voting at the 39<sup>th</sup> Annual General Meeting, the votes cast electronically at the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked in presence of Ms. Dimple Sonthalia and Ms. Khushi Nangalia, who acted as witnesses in accordance with Rule 20 the Companies (Management & Administration) Rules, 2014 as amended.
- (h) Thereafter, the details containing, inter alia, list of the members, who voted “For” or “Against” on each of the resolutions that were put to vote through remote e-voting and electronic voting during the AGM were derived from the report generated from the e-voting website of CDSL, www.evotingindia.com.
- (i) A total of 581 Members have cast their vote, out of which 576 Members have cast their votes through remote e-voting and 5 Members have cast their votes electronically during the AGM and all such votes are valid.

I now submit my consolidated report as under on the result of the remote e-voting and poll conducted at the meeting.

	<b>Number of votes (shares) cast through Remote E- voting. (1)</b>	<b>Number of Votes (shares) cast through e-voting during the meeting (2)</b>	<b>Total (1)+(2)=(3)</b>	<b>% of total number of valid votes cast</b>
<b>ORDINARY BUSINESS</b>				
<b>Item No.1 as an Ordinary Resolution:</b> To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon and the Consolidated Audited Financial Statements of the Company for the Financial year ended March 31, 2022.				
(1) Voted in favour of the resolution	407806662	73	407806735	99.74





(2) Voted against the resolution	1042841	0	1042841	0.26
<b>Total</b>	<b>408849503</b>	<b>73</b>	<b>408849576</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--
<b>Item No.2 as an Ordinary Resolution:</b> To confirm the payment of two Interim Dividends aggregating to Rs. 8 per equity share for the financial year 2021-22.				
(1) Voted in favour of the resolution	409162617	73	409162690	100
(2) Voted against the resolution	139	0	139	Negligible
<b>Total</b>	<b>409162756</b>	<b>73</b>	<b>409162829</b>	<b>100</b>
(3) Invalid votes	--	--	--	--
<b>Item No.3 as an Ordinary Resolution:</b> To appoint a Director in place of Smt. Priti A Sureka (DIN -00319256) who retires by rotation and being eligible, offers herself for re-appointment				
(1) Voted in favour of the resolution	392803152	73	392803225	96.02
(2) Voted against the resolution	16290633	0	16290633	3.98
<b>Total</b>	<b>409093785</b>	<b>73</b>	<b>409093858</b>	<b>100</b>
(3) Invalid votes	--	--	--	--





**Item No.4 as an Ordinary Resolution:** To appoint a Director in place of Shri Prashant Goenka (DIN- 00703389) who retires by rotation and being eligible, offers himself for re-appointment.

(1) Voted in favour of the resolution	386153954	73	386154027	94.39
(2) Voted against the resolution	22939831	0	22939831	5.61
<b>Total</b>	<b>409093785</b>	<b>73</b>	<b>409093858</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--

**Item No.5 as an Ordinary Resolution:** To appoint a Director in place of Shri Mohan Goenka (DIN-00150034) who retires by rotation and being eligible, offers himself for re-appointment.

(1) Voted in favour of the resolution	393360043	73	393360116	96.15
(2) Voted against the resolution	15733742	0	15733742	3.85
<b>Total</b>	<b>409093785</b>	<b>73</b>	<b>409093858</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--

**Item No.6 as an Ordinary Resolution:** To consider re-appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company for the second term of five years from the conclusion of this 39th Annual General Meeting till the conclusion of the 44th Annual General Meeting of the Company to be held in the year 2027 and fix their remuneration.





(1) Voted in favour of the resolution	406227225	73	406227298	99.30
(2) Voted against the resolution	2866560	0	2866560	0.70
<b>Total</b>	<b>409093785</b>	<b>73</b>	<b>409093858</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--

**SPECIAL BUSINESS**

**Item No. 7 as a Special Resolution:** To appoint Shri Anand Nandkishore Rathi (DIN 00112853) as an Independent Director of the Company for the period of 5 years from 2<sup>nd</sup> August, 2022 to 1<sup>st</sup> August, 2027.

(1) Voted in favour of the resolution	407322060	73	407322133	99.57
(2) Voted against the resolution	1771610	0	1771610	0.43
<b>Total</b>	<b>409093670</b>	<b>73</b>	<b>409093743</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--

**Item No.8 as a Special Resolution:** To appoint Shri Anjani Kumar Agrawal (DIN: 08579812) as an Independent Director of the Company for a period of 5 years from 2<sup>nd</sup> August, 2022 to 1<sup>st</sup> August, 2027.

(1) Voted in favour of the resolution	408511764	73	408511837	99.86
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(2) Voted against the resolution	581906	0	581906	0.14
<b>Total</b>	<b>409093670</b>	<b>73</b>	<b>409093743</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--
<b>Item No. 9 as a Special Resolution:</b> To appoint Shri Anjan Snehmoy Chatterjee (DIN: 00200443) as an Independent Director of the Company for a period of 2 Years from 2nd August, 2022 to 1st August, 2024.				
(1) Voted in favour of the resolution	409093218	73	409093291	100
(2) Voted against the resolution	567	0	567	Negligible
<b>Total</b>	<b>409093785</b>	<b>73</b>	<b>409093858</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--
<b>Item No. 10 as a Special Resolution:</b> To appoint Smt. Avani Vishal Davda (DIN: 07504739) as an Independent Director of the Company for a period of 2 Years from 2nd August, 2022 to 1st August, 2024.				
(1) Voted in favour of the resolution	408623667	73	408623740	99.89
(2) Voted against the resolution	470003	0	470003	0.11





<b>Total</b>	<b>409093670</b>	<b>73</b>	<b>409093743</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--
<b>Item No. 11 as a Special Resolution:</b> To appoint Shri Rajiv Khaitan (DIN: 00071487) as an Independent Director of the Company for a period of 2 Years from 2nd August, 2022 to 1st August, 2024.				
(1) Voted in favour of the resolution	369521679	73	369521752	90.33
(2) Voted against the resolution	39572106	0	39572106	9.67
<b>Total</b>	<b>409093785</b>	<b>73</b>	<b>409093858</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--
<b>Item No. 12 as an Ordinary Resolution:</b> To ratify the remuneration to be paid to M/s. V. K. Jain & Co., Cost Accountants (Firm Registration No. 00049), Cost Auditors of the Company for the financial year 2022-23.				
(1) Voted in favour of the resolution	404139027	73	404139100	98.79
(2) Voted against the resolution	4954758	0	4954758	1.21
<b>Total</b>	<b>409093785</b>	<b>73</b>	<b>409093858</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--







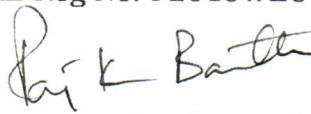

**Item No. 13 as an Ordinary Resolution:** To approve payment of commission not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act for a period of five years, commencing from April 1st, 2023 to non-executive directors of the company.

(1) Voted in favour of the resolution	408319494	73	408319567	99.81
(2) Voted against the resolution	774292	0	774292	0.19
<b>Total</b>	<b>409093786</b>	<b>73</b>	<b>409093859</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--

Based on the aforesaid results, the resolution no.(s) 1 to 13 as contained in the Notice have been passed with the requisite majority.

The remote e- voting register and other related papers/ registers and records is under my safe custody and will be handed over to the Managing Director for preserving safely after the minutes of the Meeting are signed.

For MKB & Associates  
Company Secretaries  
Firm Reg No: P2010WB042700

Raj Kumar Bantia  
Partner

Membership no. 17190  
COP no. 18428

Date: 09.09.2022

Place: Kolkata

UDIN: A017190D000950232